

**STATEMENT OF PURPOSES FOR WINTER GROUP INCORPORATED**  
**The purposes for which the Association (Winter Group Incorporated) is established are:-**

- (1) To promote cross country skiing and other outdoor activities
- (2) To represent the interests of its members on other organisations
- (3) To promote the image and interests of cross country skiers
- (4) To encourage the understanding, appreciation and preservation of our natural environment
- (5) To conduct other activities to promote cross country skiing in a non-profit manner

## PROPOSED RULES

### *NAME*

1. The name of the incorporated association is Winter Group Incorporated (in these rules called "the Association").
2. (1) In these rules, unless the contrary intention appears:
  - "Committee" means the Committee of Management of the Association.
  - "Financial Year" means the year ending on 31st March.
  - "General Meeting" means a general meeting of members convened in accordance with Rule 8.
  - "Member" means a member of the Association.
  - "Ordinary member of the Committee" means a member of the committee who is not an officer of the Association under rule 16.
  - "The Act" means the Associations Incorporation Act 1981.
  - "The Regulations" mean regulations under the Act.
- (2) In these Rules, a reference to the Secretary of the Association is a reference to the person who holds office as Secretary of the Association or if that position is vacant for any reason to the public officer of the Association.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

### *MEMBERSHIP*

3. (1) The membership shall be composed of the following categories of members:- Individual Members, Family Members and Honorary Life Members.
  - A. Individual Members: Natural persons who shall pay an appropriate subscription for membership, having moving, speaking and voting rights at general meetings, shall be eligible to be elected to the committee and have all other rights and liabilities given by these rules.
  - B. Family Members: Couples and their families living in the one household or individuals and their families living in the one household who shall pay a lower total subscription than would be paid by two individual members, and together shall receive only one copy of any newsletter, notification of meetings or any other correspondence, and each adult shall have the rights and liabilities of an individual member.
  - C. Honorary Life Members: Persons who shall not pay any subscription and whose membership shall not terminate annually, but who shall have all other rights and liabilities of individual members. Honorary life members shall be elected at the Annual General Meeting and nominations will be distributed with notification of the Annual General Meeting.
- (2) All natural persons interested in the purposes of the Association shall be eligible to apply for membership.
- (3) Application for membership shall be made in writing in the form prescribed by the Committee.

- (4) Application for membership shall be considered and decided upon by the Committee.

*ENTRANCE FEE AND ANNUAL SUBSCRIPTION*

4. (1) The entrance fee and annual subscription for the ensuing twelve months shall be determined at the Annual General Meeting.
- (2) Subscriptions for the ensuing year shall be due and payable as from the date of the Annual General Meeting, and any member whose subscription is unpaid after two months from this date shall cease to be a member.
- (3) Excepting Honorary Life Members, membership shall last from the payment of subscriptions until the close of the next Annual General Meeting, unless terminated by letter of resignation to the Committee.
- (4) The Committee may determine a pro-rata reduction in the annual subscription payable by persons applying for membership after the first of October in any financial year.

*REGISTER OF MEMBERS  
RESIGNATION AND EXPULSION OF MEMBERS*

5. (1) The Secretary shall keep and maintain a register of members in which shall be entered the full name and address of each member, and the register shall be available for inspection by members on application to the Secretary.
- (2) A member of the Association may resign from the Association by giving one month's notice in writing to the Secretary of such intention to resign, and upon the expiration of that period of notice, the member shall cease to be a member.
- (3) Upon the expiration of a notice given under sub-clause (2), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice given ceased to be a member.
- 5A (1) Subject to these rules, the Committee may by resolution:-
- (a) expel a member from the Association;
  - (b) suspend a member from membership of the Association for a specified period, or
  - (c) fine a member in accordance with the Regulations, if the Committee is of the opinion that the member
    - (i) has refused or neglected to comply with these rules: or
    - (ii) has been guilty of conduct unbecoming or prejudicial to the interests of the Association.
- (2) A resolution of the Committee under sub-clause (1):-
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice sub-clause (3) confirms the resolution in accordance with this clause; and
  - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause (1) the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:-
- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier

- than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he may do one or more of the following-
    - (i) Attend that meeting;
    - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee:-
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held not earlier than 14 and not later than 28 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5):-
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting:-
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

#### *ANNUAL GENERAL MEETING*

6. (1) The Annual General Meeting of members shall be held in April, May or June and notice shall be given as in clause 8(1).
- (2) To constitute an Annual General Meeting, a quorum of fifty per cent of voting members, or seven voting members, whichever is less, must be present.
- (3) The order of business of the Annual General Meeting shall include the following:
- (a) ascertaining of a quorum and call to order.
  - (b) reading of Minutes of the last Annual General Meeting, business arising from these, and adoption by the Meeting.
  - (c) President's report and business arising from this.
  - (d) Treasurer's report, together with the auditor's report, business arising from these and adoption by the meeting.
  - (e) any annual reports of sub-committees.
  - (f) dealing with any motions on notice.
  - (g) general business.
  - (h) fixing of the entrance fee and annual subscription for the following year.
  - (i) election of the Committee for the following year
  - (j) election of an auditor, who shall not be a member of the Committee, who shall carry out an independent audit of the Association's accounts and finances annually and prepare a

report that shall be presented with the Treasurer's report at the Annual General Meeting.

(k) to receive and consider the statement submitted by the Association in accordance with Section 30(3) of the Act.

(4) Nominations for the positions on the Committee may be given at any time until the Chairperson of the Annual General Meeting directs that a vote be taken.

#### *SPECIAL GENERAL MEETINGS*

7. (1) All General Meetings other than the annual general meeting shall be called special general meetings.
- (2) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (3) The Committee shall, on the requisition in writing of members representing not less than twelve members or ten per cent of the total number of members (whichever is less) convene a special general meeting of the Association.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary.
- (5) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (6) Twelve members or fifty percent of the voting members, whichever is the less, personally present (being members entitled under these rules to vote at a special general meeting) constitute a quorum for the transaction of the business of a special general meeting.

#### *NOTICE OF AND BUSINESS AT GENERAL MEETINGS*

8. (1) The Secretary of the Association shall, at least 7 days before the date fixed for holding a special general meeting of the Association and at least 28 days before the date fixed for holding an annual general meeting of the Association, cause to be delivered to each member of the Association, either personally or by pre-paid post to the address appearing in the Register of Members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

*PROCEEDINGS AT GENERAL MEETINGS*

9. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (2) If within 40 minutes after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and at the same place (unless another time and/or place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) and if at the adjourned meeting the quorum is not present within 40 minutes after the time appointed for the commencement of the meeting, the members present (being not less than seven or forty per cent of voting members, whichever is less) shall be a quorum.
- 10 (1) The President or the Acting President appointed under Section 16 (4) shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and Acting President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 11 (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given to all members as in the case of the general meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
12. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
13. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally or by proxy in writing.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
14. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such

time before the close of the meeting as the Chairperson may direct.

15. A person is not entitled to vote at any general meeting unless all monies due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

#### *COMMITTEE*

16. (1) The management and running of the Association shall be entrusted to a Committee elected annually, which shall have full power to act in any way for the purposes or objectives of this Association notwithstanding that no specific grant of a particular power has been given by these Rules. Committee members shall be members of the Association.

(2) The Committee shall consist of:-

A. Three officers of the Association:

A President, who shall preside as Chairperson at Committee meetings and general meetings; present an annual report of the Association's affairs to the Annual General Meeting; and perform all other usual functions of a president.

A Secretary, who shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting (or appoint another member of the Committee in his place), in books provided for that purpose together with a record of the names of persons present at committee meetings; deal with the Association's correspondence; and perform all the usual functions of a Secretary.

A Treasurer, who:

(i) (a) shall collect and receive all monies due to the Association and make all payments authorised by the Association ;  
(b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(ii) shall make available for inspection by members the accounts and books referred to in sub-clause (i).

B. Up to 5 other ordinary members, 3 of whom shall be:-

A Trip Secretary, who shall organise a calendar of events and co-ordinate skiing trips.

A Social Secretary, who shall organise social events.

A Newsletter Editor, who will be responsible for the production of the newsletter.

(3) A member may hold more than one position on the Committee, but there must be at least 3 members on the Committee at any one time.

(4) At the first meeting of the Committee after the Annual General Meeting, a member of the Committee will be elected from the Committee as Acting President to preside at general meetings in the absence of the President.

(5) (i) A member of the Committee may resign by letter of resignation given to the Secretary and presented at a Committee meeting.

(ii) Any member of the Committee who fails to attend two consecutive committee meetings without satisfactory explanation shall cease to be a member of the Committee.

(iii) in the event of a vacancy on the Committee for any reason the remaining Committee may appoint a member of the Association to fill that vacancy until the next Annual General Meeting.

#### *COMMITTEE PROCEEDINGS*

17. (1) The Committee shall meet at least 3 times a year, and at any other time which it or the Annual General Meeting provides.
- (2) To constitute a Committee meeting, a quorum consisting of three members of the Committee must be present.
- (3) Resolutions or motions of the Committee shall not have any effect unless passed by a majority vote of the members of the Committee present.
- (4) Any member of the Association may exercise speaking and moving rights at a committee meeting, unless a resolution or motion is passed at that meeting against such hearing, but may not vote. The Secretary shall make known on request by a member the time, place and agenda of the committee meeting.

#### *SUB-COMMITTEE*

18. The Committee may appoint and dissolve sub-committees from amongst the members, to report to the Committee or the Annual General Meeting on any matter connected with the Association's purposes or objectives.

#### *SEAL*

- 19 (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

#### *ALTERATION OF RULES AND STATEMENT OF PURPOSES*

20. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

#### *NOTICES*

21. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- (2) Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

#### *WINDING UP OR CANCELLATION*

22. (1) Dissolution of the Association shall be by majority vote at a General Meeting, notice of a motion to dissolve having been sent to all members 28 days before that General Meeting.
- (2) In the event of the winding up, dissolution or the cancellation of the incorporation of the Association, the assets of the Association and any amounts which remain after such dissolution and the satisfaction of all debts and liabilities shall not be distributed amongst members but shall be applied and paid by the Association in accordance with its powers to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

#### *CUSTODY OF RECORDS*

- 23 (1) Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.
- (2) The Secretary shall make the Minutes of the Committee and General Meetings available for the inspection at any reasonable time and place to any member wishing to view them.

#### *FUNDS*

24. (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, fundraising activities, donations and such other sources as the Committee determines.
- (2) Association funds shall be deposited in one or more bank or building society or credit union accounts or an account with a cash management trust or common fund rated AAAM by Standard and Poor's, and no monies shall be withdrawn from such account or accounts without the written authorisation of any two of the Committee members, one of whom must be President, Secretary or Treasurer.
- (3) The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to its members except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

#### *CHEQUES*

25. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the committee members, one of whom must be President, Secretary or Treasurer.

#### *DISPUTES AND MEDIATION*

- 26 (1) The grievance procedure set out in this rule applies to disputes under these Rules between
- (a) a member and another member, or
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement
  - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## SCHEDULE

Matters to be provided for in the Rules of an Incorporated Association.

- |  |                                  |
|--|----------------------------------|
| 1. The qualifications (if any) for membership of the incorporated association  | R 3                              |
| 2. The register of members of the incorporated association.  | R 5                              |
| 3. The entrance fees, subscriptions and other amounts (if any) to be paid by members of the incorporated association.  | R 4                              |
| 4. The name, constitution, membership and powers of the committee or other body having the management of the incorporated association (in this paragraph referred to as “the Committee” and- | R 16                             |
| (a) the election or appointment of members of the committee:   | 16(1) and R 6(3)(i)              |
| (b) the terms of office of members of the committee  | R as above                       |
| (c) the grounds on which, or reasons for which, the office of a member of the committee shall become vacant:   | R as above, also 16(5)           |
| (d) the filling of casual vacancies occurring on the committee:  | R16(5)(iii)                      |
| (e) the quorum and procedure at meetings of the committee  | R 17(2)                          |
| 5. The quorum and procedure at general meetings of members of the incorporated association.  | Rs 6 to 12, and<br>R 5A(6) + (7) |
| 6. The time within which, and manner in which, notices of general meetings and notices of motion are to be given, published or circulated.   | R 8                              |
| 7. The sources from which the funds of the incorporated association are to be or may be derived.   | R 24(1)                          |
| 8. The manner in which the funds of the association are to be managed and in particular, the mode of drawing and signing cheques on behalf of the incorporated association.                  | R 24 + 25                        |
| 9. The intervals between general meetings of members of the incorporated Association and the manner of calling general meetings.   | R 6 + R 7 + R 8                  |
| 10. The manner of altering the statement of purposes of the incorporated association.  | R20                              |
| 11. The manner of altering and rescinding the rules and of making additional rules of the incorporated association.  | R20                              |
| 12. Provisions for the custody and use of the common seal of the incorporated association.   | R19                              |
| 13. The custody of books, document,, and securities of the incorporated association.   | R5 + 16(2)A + 23                 |
| 14. The inspection by members of the incorporated association of books and documents of the incorporated association.  | R5(1) + 16(2)A + 23(2)           |
| 15. The disposition of any surplus assets on the winding up or dissolution of the incorporated association.  | R22                              |
| 16. The procedure for disciplining members and the mechanics for appearances by members in respect of disciplinary action taken against them.  | R 5A                             |
| 17. The grievance procedures for settling disputes under the rules between the incorporated association and any of its members or between a member and any other member.                     | R26                              |